

Exhibit "A"

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**ORDER AUTHORIZING AND APPROVING COMPENSATION AND
REIMBURSEMENT OF EXPENSES PURSUANT
TO THE SECOND INTERIM APPLICATION OF O'MELVENY & MYERS LLP**

("O'MELVENY & MYERS SECOND INTERIM COMPENSATION ORDER")

Upon the application dated July 31, 2006 (the "Second Interim Application"), wherein O'Melveny & Myers LLP requested an order, pursuant to sections 330(a)(1) and 331 of Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code"), and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for allowance of compensation and reimbursement of expenses from February 1, 2006 through May 31, 2006 (the "Second Interim

Period”); and the Office of the United States Trustee having filed the Statement of the United States Trustee Regarding Applications for Allowance of Compensation and Reimbursement (“U.S. Trustee Response”) indicating no objections to the Second Interim Application; and this Court having reviewed the Second Interim Application and the U.S. Trustee Response, and no further response to the Second Interim Application having been filed; and a hearing having been held before this Court to consider the Second Interim Application; and this Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334, (ii) this is a core proceeding pursuant to 28 U.S.C. §§157(b)(2), and (iii) notice of the filing of this Application was adequate and appropriate under the circumstances and in compliance with applicable Federal Rules of Bankruptcy Procedures and the Local Rules of this Court.

Therefore, the Court finds that all prerequisites to compensation and reimbursement of expenses have been met, and upon the record herein after due deliberation thereon, good and sufficient cause exists for the granting of request as set forth herein, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Second Interim Application is GRANTED;
2. Compensation for the Second Interim Period in the total amount of \$3,992,933.13, representing fees of \$3,118,474.00, including the twenty percent Holdback, and expenses in the amount of \$874,459.13, is authorized and approved, on an interim basis;
3. The Debtors are hereby authorized to remit the balance of any unpaid fees and expenses awarded pursuant to this Order to O’Melveny & Myers, consistent with the terms of the Order Under 11 U.S.C. § 331 Establishing Procedures For Interim Compensation And Reimbursement Of Expenses of Professionals dated November 4, 2005 (Docket No. 869), as amended by supplemental orders on March 8, 2006 (Docket No. 2747), March 28, 2006 (Docket

No. 2986), May 5, 2006 (Docket No. 3630), and July 12, 2006 (Docket No. 4545), and the Fee Committee and Fee Procedures Protocol dated (the “Fee Protocol”) (Exhibit A to Docket No. 3630); and

4. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

Date: _____, 2006
New York, New York

UNITED STATES BANKRUPTCY JUDGE

Schedule A(1)

Case No.: 05-44481 (RDD) (Jointly Administered)

Case Name: In re Delphi Corporation, et al.

Applicant	Date/Document No. of Application	Fees Requested	Fees Awarded	Expenses Requested	Expenses Awarded
O'Melveny & Myers LLP	July 31, 2006	\$3,118,474.00	\$3,118,474.00	\$874,459.13	\$874,459.13

Date: _____, 2006

Initials: _____
U.S.B.J.